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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0391

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

heritage photo, inc.

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TALLAHASSEE, FLORIDA

B. McKnight APR 18 2001

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ARTICLES OF INCORPORATION
OF
HERITAGE PHOTO, INC.

The undersigned, acting as incorporator of HERITAGE PHOTO, INC., under the Florida Business Corporation Act, adopts the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation is: HERITAGE PHOTO, INC.

ARTICLE II - ADDRESS

The mailing address of the corporation is:

PO BOX 840009
HOLLYWOOD, FL. 33084

ARTICLE III - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these articles of incorporation.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida statutes. The purpose of this corporation is to render in and all services pertaining to HERITAGE PHOTO, INC.

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ROSS TRAGER, P.A.
CERTIFIED PUBLIC ACCOUNTANT
1000 NORTH HIATUS ROAD, SUITE 110
PEMBROKE PINES, FL 33026

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ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a per value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1000 North Hiatus Road, Pembroke Pines, FL 33026 and the name of the corporation's initial registered agent at that address is Ross Trager.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may either be increased or diminished from time to time, as provided in the bylaws, but never be less than one. The name and address of the initial director is:

NAME:

ADDRESS:

VIVIAN GILLES

**1000 NORTH HIATUS ROAD
PEMBROKE PINES, FLORIDA 33026**

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

NAME:

ADDRESS:

Ross Trager

**1000 North Hiatus Road, Suite 110
Pembroke Pines, FL 33026**

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ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders specifically providing that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X - AMENDMENTS

The corporation reserves the rights to amend, alter, change, or repeal any provision in these articles of incorporation in the manner described by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under laws of the State of Florida, has executed these articles of incorporation this 17th day of April 2001.


Incorporator

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STATE OF FLORIDA)

ss:

COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared Ross Trager known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the articles of incorporation.

In witness whereof, I have hereunto set my hand and seal in the state and county aforesaid this 17th day of April 2001



Julie M. John
MY COMMISSION # 0009975 EXPIRES
March 10, 2004
MEMBER OF THE FLORIDA BAR

[Signature]
Notary Public

ACKNOWLEDGEMENT:

Having been named to accept service of process for corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provision of the Florida Business Corporation Act, and am familiar with, accept, the obligations of that position.

[Signature]

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